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Chesapeake Operating, Inc.

NOTICE OF FORCE MAJEURE EXTENSION OF OIL, GAS AND MINERAL LEASE

STATE OF TEXAS

§ L0240238

COUNTY OF TARRANT

§ KNOW ALL MEN BY THESE PRESENTS:

§

WHEREAS, Ben Hicks and wife, Joy R. Hicks whose address is 2701 West Pleasant Ridge Road, Arlington, Texas 76016 ("Lessor") executed that certain Oil, Gas and Mineral Lease dated October 2, 2006, which has a Memorandum recorded as D206346609 o f the Official Records of Tarrant County, Texas, covering lands more specifically described therein (the "Lease"); and,

WHEREAS, paragraph 10 of the Lease sets forth certain terms and conditions by which the Lease shall not terminate because of certain actions of any governmental authority that prevent or delay drilling or other operations, otherwise known as Force Majeure; and,

WHEREAS, during the primary term of said Lease, Chesapeake Exploration L.L.C. as successor in interest to Boterra Resources, L.L.C., has declared and invoked its rights to Force Majeure until further notice as evidenced by the letter dated August 31, 2009 attached hereto as Exhibit 1.

The terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 31st day of August 2009, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor herein.

Chesapeake Exploration L.L.C.
an Oklahoma limited liability company

BY: Clifford J. Merritt
Clifford J. Merritt – Land Manager, Barnett Shale

BV V62

ACKNOWLEDGEMENT

THE STATE OF OKLAHOMA §
§
COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on this the 21st day of October 2009, by Clifford J. Merritt – Land Manager, Barnett Shale for Chesapeake Exploration L.L.C., an Oklahoma limited liability company.

Elizabeth Hines
Notary Public, State of Oklahoma



EXHIBIT 1



Brandt Vawter, RPL
Landman

August 31, 2009

Mr. Ben Hicks
Mrs. Joy R. Hicks
2701 W. Pleasant Ridge Rd.
Arlington, Texas 76016

Re: Paid Up Oil and Gas Lease
Ben Hicks and wife, Joy R. Hicks, Lessor
Chesapeake Exploration, L.L.C., Successor Lessee
Tarrant County, Texas

Dear Mr. & Mrs. Hicks:

Chesapeake Operating, Inc. ("Chesapeake") has disappointing news to share regarding its efforts to conduct drilling operations in Dalworthington Gardens, Texas. You will recall that you executed a Paid Up Oil and Gas Lease with Boterra Resources, L.L.C. (the "Lease"), a Memorandum of which was filed in the Real Property Records of Tarrant County, Texas. The Lease was assigned to Chesapeake Exploration Limited Partnership through an Assignment of Oil and Gas Lease dated December 13, 2006 and filed in the Real Property Records of Tarrant County, Texas as Instrument # D207111050. The City Council of Dalworthington Gardens voted to reject the drillsite which Chesapeake intended to use to produce your minerals and generate royalty payments to you under your Lease.

Specifically, Chesapeake initiated its internal processes to drill one or more horizontal gas wells from a drillsite located in City of Dalworthington Gardens, Texas (the "City") on property owned by Pleasant Ridge Partners, LLC. (the "Near Mini padsite"). These processes include the negotiation of a surface use agreement with Pleasant Ridge Partners, leasing of the mineral estate underlying the Near Mini padsite from Adlai Pennington, detailed surveying work of the Near Mini padsite and surrounding area, leasing efforts targeting additional acreage that may be necessary to facilitate mineral development, and evaluation of any applicable governmental permitting requirements. A timeline of the actions taken by Chesapeake with the City are found on the enclosure behind this letter.

Although Chesapeake will work diligently to reverse the City Council's vote to deny the necessary drilling permit, the denial prevents Chesapeake from being able to comply with

certain obligations set forth in your Lease. As a result, Chesapeake must declare and invoke "force majeure" as authorized by the Lease to hold the Lease in effect while Chesapeake continues to pursue its remedies against the City. The "force majeure" provision in your Lease contains language that makes Chesapeake's obligations subject to all applicable laws, rules, regulations and orders of any governmental authority having jurisdiction to regulate gas well drilling and production. Under this provision, the denial of the necessary permit by the City constitutes force majeure because Chesapeake is prevented from conducting drilling operations by the City.

If you are unhappy that the City has unfairly interfered with your right to receive royalty payments from the production of natural gas as intended by Chesapeake under your Lease, we encourage you to contact the Mayor and City Council members of DWG by October 12, 2009 as we appeal this decision. Their contact information is enclosed behind this letter. Perhaps you can urge them to reverse this decision.

Sincerely,



Brandt Vawter

TIMELINE OF ACTIONS TAKEN BY CHESAPEAKE BEFORE THE CITY OF DALWORTHINGTON GARDENS

- May 12, 2009: Chesapeake submits to the City of DWG a Gas Well Permit Application for the Near Mini 1H – 6H gas wells (the "Permit")
- June 18, 2009: Outside City Council Chambers, prior to a vote on the Permit, DWG City Council instructs Chesapeake to withdraw the Permit to allow the City of DWG and Chesapeake time to explore an alternative site for gas well development, with the option to re-file the Permit if the alternative site does not materialize. Faced with the probable Council denial of the Permit, Chesapeake acquiesces to the DWG City Council request and withdraws the Permit.
- June 25, 2009: City of DWG Mayor Michael Tedder and DWG property owner Ben Hicks meet with Chesapeake to discuss the possibility of gas well development on property owned by Hicks which the City of DWG would purchase.
- June 29, 2009: Chesapeake re-submits the Permit for the Near Mini 1H – 6H gas wells.
- August 19, 2009: Negotiations between Chesapeake and the City of DWG for gas well development on property owned by Ben Hicks which the City of DWG would purchase end.
- August 20, 2009: City of DWG City Council denies Chesapeake's re-submitted Permit.

CONTACT INFORMATION FOR DALWORTHINGTON GARDENS CITY COUNCIL

Mayor Michael Tedder: mayortedder@cityofdwg.net

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154